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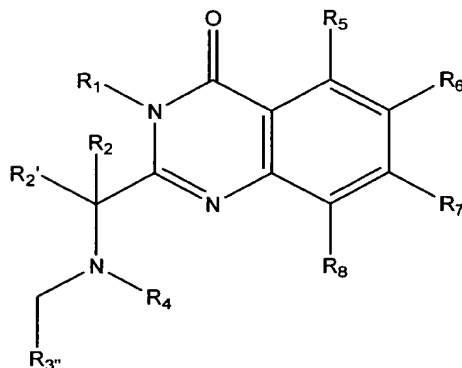
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## APPENDIX OF PENDING CLAIMS

1-30. Canceled

31. (Amended) A compound having the following structure:



wherein:

R<sub>1</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R<sub>2</sub> and R<sub>2</sub>' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or R<sub>2</sub> and R<sub>2</sub>' taken together form a 3- to 7-membered ring;

R<sub>3</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, oxaalkyl, oxaalkylaryl, substituted oxaalkylaryl, R<sub>15</sub>O- and R<sub>15</sub>-NH-;

R<sub>3</sub>' is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl and R<sub>15</sub>-NH-;

R<sub>3</sub>'' is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R<sub>4</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, and R<sub>16</sub>-alkylene-;

R<sub>5</sub>, R<sub>6</sub>, R<sub>7</sub> and R<sub>8</sub> are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl,

nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl;

R<sub>15</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R<sub>16</sub> is chosen from alkoxy, amino, alkylamino, dialkylamino, N-heterocyclyl and substituted N-heterocyclyl;

with the proviso that when R<sub>3</sub> is R<sub>15</sub>-NH- attached to carbonyl, both of R<sub>2</sub> and R<sub>4</sub> must be other than hydrogen.

32-52. Canceled

53. (Amended) A compound according to claim 31 wherein:

R<sub>1</sub> is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

R<sub>2</sub> is chosen from hydrogen, lower alkyl and substituted lower alkyl and R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is chosen from C<sub>1</sub>-C<sub>13</sub> alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with halo, lower alkyl, lower alkoxy, nitro, methylenedioxy, or trifluoromethyl; biphenyl, benzyl and heterocyclyl; and

R<sub>4</sub> is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; substituted benzyl, heterocyclyl, heteroarylmethyl; heteroarylethyl; heteroarylpropyl and R<sub>16</sub>-alkylene, wherein

R<sub>16</sub> is di(lower alkyl)amino, (lower alkyl)amino, amino, lower alkoxy, or N-heterocyclyl.

54. A compound according to claim 53 wherein

R<sub>1</sub> is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

R<sub>2</sub> is hydrogen or lower alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is chosen from substituted phenyl, heterocyclyl and naphthyl;

R<sub>4</sub> is chosen from substituted benzyl, heterocyclyl substituted lower alkyl and R<sub>16</sub>-alkylene;

R<sub>6</sub> and R<sub>7</sub> are chosen from hydrogen and halo;

R<sub>5</sub> and R<sub>8</sub> are hydrogen;

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